

Quaker Capital Partners II, L.P.
Form 4
May 08, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
QUAKER CAPITAL MANAGEMENT CORP

2. Issuer Name and Ticker or Trading Symbol
PERFORMANCE TECHNOLOGIES INC (DE) [PTIX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

601 TECHNOLOGY DRIVE, SUITE 310

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2008

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

CANONSBURG, PA 15317

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value	05/06/2008		P	(A) Amount 273,700 (2)	\$ 4.65 1,694,115 (3)	I	Through two partnerships (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
QUAKER CAPITAL MANAGEMENT CORP 601 TECHNOLOGY DRIVE SUITE 310 CANONSBURG, PA 15317		X		
Quaker Capital Partners I, L.P. 601 TECHNOLOGY DRIVE SUITE 310 CANNONSBURG, PA 15317		X		
Quaker Premier, L.P. 601 TECHNOLOGY DRIVE SUITE 310 CANONSBURG, PA 15317		X		
Quaker Capital Partners II, L.P. 601 TECHNOLOGY DRIVE SUITE 310 CANONSBURG, PA 15317		X		
Quaker Premier II, L.P. 601 TECHNOLOGY DRIVE SUITE 310 CANONSBURG, PA 15317		X		
Schoeppner Mark G 601 TECHNOLOGY DRIVE SUITE 310 CANONSBURG, PA 15317		X		

Signatures

/s/ QUAKER CAPITAL PARTNERS I, L.P. By: Quaker Premier, L.P., its general partner By: Quaker Capital Management Corporation, its general partner By: Mark G. Schoeppner, President	05/08/2008
__Signature of Reporting Person	Date
/s/ QUAKER PREMIER, L.P. By: Quaker Capital Management Corporation, its general partner By: Mark G. Schoeppner, President By: Mark G. Schoeppner, President	05/08/2008
__Signature of Reporting Person	Date
/s/ QUAKER CAPITAL PARTNERS II, L.P. By: Quaker Premier, L.P., its general partner By: Quaker Capital Management Corporation, its general partner By: Mark G. Schoeppner, President	05/08/2008
__Signature of Reporting Person	Date
/s/ QUAKER PREMIER II, L.P. By: Quaker Capital Management Corporation, its general partner By: Mark G. Schoeppner, President	05/08/2008
__Signature of Reporting Person	Date
/s/ QUAKER CAPITAL MANAGEMENT CORPORATION By: Mark G. Schoeppner, President	05/08/2008
__Signature of Reporting Person	Date
/s/ Mark G. Schoeppner	05/08/2008
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The shares of common stock of Performance Technologies, Inc. reported on this Form 4 are owned of record by Quaker Capital Partners I, L.P. ("Quaker I") and Quaker Capital Partners II, L.P. ("Quaker II"). Quaker Premier, L.P. ("Premier") is the sole general partner of Quaker I. Quaker Premier II, L.P. ("Premier2") is the sole general partner of Quaker II. Quaker Capital Management Corporation

(1) ("QCMC") is the sole general partner of each of Premier and Premier2. Mark G. Schoeppner is QCMC's President and sole executive officer and director. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or any other purpose.

(2) 170,200 of these shares of the Issuer's common stock were purchased by Quaker I and the remaining 103,500 shares were purchased by Quaker II.

(3) 1,053,300 of these shares are owned of record by Quaker I and 640,815 of these shares are owned of record by Quaker II.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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